

EXHIBIT C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.)

Objection Deadline: September 2, 2004 at 4:00 p.m.
Hearing Date: TBD only if necessary

**SUMMARY OF APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH,
L.L.P. FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE
FIRST INTERIM PERIOD, FROM JUNE 1 THROUGH JUNE 30, 2004,
FOR THE QUARTER OF APRIL 2004 – JUNE 2004**

Name of Applicant: Nelson Mullins Riley & Scarborough,
L.L.P.

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: July 19, 2001

Period for which compensation and
reimbursement is sought: June 1, 2004 through June 30, 2004

Amount of Compensation sought as actual,
reasonable, and necessary: \$12,228.00 for the period

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of expense reimbursement sought as
actual, reasonable, and necessary:

\$372.90 for the period

This is a x monthly ___ interim ___ final application.

The total time expended for the preparation of this application is approximately **(4.80)** hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$ (503.50)**.

Prior fee applications:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
October 17, 2001	July 19, 2001 – July 31, 2001	\$28,316.50	\$234.68	\$22,653.20	\$234.68
October 17, 2001	August 1, 2001- August 31, 2001	\$69,119.50	\$1,196.84	\$55,295.60	\$1,196.84
October 17, 2001	May 1, 2001- June 30, 2001	\$113,762.50	\$2,155.05	\$91,010.00	\$2,155.05
December 19, 2001	October 1, 2001- October 31, 2001	\$67,906.50	\$1,348.82	\$54,325.20	\$1,348.82
January 23, 2002	November 1, 2001- November 30, 2001	\$26,792.00	\$168.41	\$21,433.60	\$168.41
February 26, 2002	December 1, 2001- December 31, 2001	\$24,895.00	\$673.51	\$19,916.00	\$673.51
May 1, 2002	January 1, 2002- January 31, 2002	\$21,009.00	\$147.52	\$16,807.20	\$147.52
June 18, 2002	February 1, 2002- February 28, 2002	\$24,897.00	\$122.30	\$19,917.60	\$122.30
June 18, 2002	March 1, 2002 – March 31, 2002	\$17,003.00	\$52.22	\$13,602.40	\$52.22
June 25, 2002	September 1, 2001- September 30, 2001	\$31,625.50	\$488.83	\$25,300.40	\$488.83
June 25, 2002	April 1, 2002-April 30, 2002	\$17,827.00	\$345.71	\$14,261.60	\$345.71
June 26, 2002	January 1, 2002- March 31, 2002	\$62,909.00	\$322.04	\$62,909.00	\$322.04
July 2, 2002	May 1, 2002-May 31, 2002	\$27,070.00	\$177.64	\$21,656.00	\$177.64
August 14, 2002	June 1, 2002 – June 30, 2002	\$15,496.50	\$178.39	\$12,397.20	\$178.39
August 29, 2002	July 1, 2002 – July 31, 2002	\$18,481.50	\$225.82	\$14,785.20	\$225.82

September 3, 2002	July 19, 2001 – September 30, 2001	\$129,061.50	\$1,920.35	\$129,061.50	\$1,920.35
September 3, 2002	October 1, 2001 – December 31, 2001	\$119,593.50	\$2,190.74	\$119,593.50	\$2,190.74
September 20, 2002	April 1, 2002 – June 30, 2002	\$60,393.50	\$701.74	\$60,393.50	\$701.74
October 8, 2002	August 1, 2002 – August 31, 2002	\$10,363.00	\$169.79	\$8,290.40	\$169.79
October 30, 2002	September 1, 2002- September 30, 2002	\$11,114.00	\$221.89	\$8,891.20	\$221.89
November 27, 2002	July 1, 2002 – September 30, 2002	\$39,958.50	\$615.50	\$35,771.00	\$615.50
December 11, 2002	October 1, 2002- October 31, 2002	\$8,498.50	\$75.28	\$6,798.80	\$75.28
December 26, 2002	November 1, 2002- November 30, 2002	\$4,241.00	\$117.29	\$3,392.80	\$117.29
February 6, 2003	December 1, 2002 – December 31, 2002	\$9,298.50	\$97.20	\$7,438.80	\$97.20
March 4, 2003	January 1, 2003- January 31, 2003	\$6,026.50	\$24.91	\$4,821.20	\$24.91
March 27, 2003	February 1-February 28, 2003	\$5,473.50	\$52.58	\$4,378.80	\$52.58
April 8, 2003	October 1, 2002- December 31, 2002	\$22,038.00	\$289.77	\$22,038.00	\$289.77
May 9, 2003	March 1, 2003- March 31, 2003	\$5,424.00	\$64.16	\$4,339.20	\$64.16
September 9, 2003	January 1, 2003 – March 31, 2003	\$16,924.00	\$141.65	\$16,924.00	\$146.65
August 22, 2003	April 1, 2003- April 30, 2003	\$7,868.00	\$64.88	\$6,294.40	\$64.88
September 9, 2003	May 1, 2003 – May 31, 2003	\$8,143.50	\$88.14	\$6,514.80	\$88.14
September 5, 2003	June 1, 2003 – June 30, 2003	\$17,705.00	\$291.20	\$14,164.00	\$291.20
September 9, 2003	April 1, 2003 – June 30, 2003	\$33,716.05	\$444.22	\$33,716.05	\$444.22
September 6, 2003	July 1, 2003 – July 31, 2003	\$36,321.00	\$241.39	\$29,056.80	\$241.39
March 4, 2004	August 1, 2003 – August 31, 2003	\$27,487.00	\$932.61	\$21,989.60	\$932.61
March 4, 2004	September 1, 2003 – September 31, 2003	\$38,442.00	\$139.47	\$30,753.60	\$139.47
February 25, 2004	July 1, 2003 – September 31, 2003	\$102,250.00	\$1,313.47	\$102,250.00	\$1,313.47
March 8, 2004	October 1, 2003 – October 31, 2003	\$9,723.50	\$154.31	\$7,656.00	\$154.31
March 8, 2004	November 1, 2003 – November 30, 2003	\$5,845.00	\$119.01	\$4,676.00	\$119.01
March 8, 2004	December 1, 2003 – December 31, 2003	\$4,465.50	\$ 4.08	\$3,572.40	\$4.08
March 10, 2004	October 1, 2003- December 31, 2003	\$19,968.00	\$277.40	\$19,968.00	\$277.40
May 12, 2004	January 1, 2004- January 31, 2004	\$16,534.50	\$1,260.61	\$13,227.60	\$1,260.61

May 12, 2004	February 1, 2004 – February 28, 2004	\$9,591.50	\$32.50	\$7,673.20	\$32.50
May 12, 2004	March 1, 2004 – March 31, 2004	\$6,325.50	\$105.67	\$5,060.40	\$105.67
June 7, 2004	January 1, 2004– March 31, 2004	\$32,451.50	\$1,398.78	Pending	Pending
June 7, 2004	April 1, 2004– April 30, 2004	\$6,062.00	\$20.78	\$4,849.60	\$20.78
July 6, 2004	May 1, 2004– May 31, 2004	\$12,927.00	\$67.97	\$10,341.60	\$67.97

The Nelson Mullins Riley & Scarborough, L.L.P. attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
George B. Cauthen	Partner	28 years	Bankruptcy	\$300.00	.80	\$240.00
Bernard F. Hawkins, Jr.	Partner	13 years	Environmental	\$280.00	.50	\$140.00
N.J. Smith	Partner	26 years	Environmental	\$275.00	8.60	\$2,365.00
Joseph M. Melchers	Partner	14 years	Environmental	\$250.00	7.20	\$1,800.00
R.T. Carlisle	Of Counsel	21 years	Environmental	\$250.00	6.90	\$1,725.00
Betsy J. Burn	Associate	4 Years	Bankruptcy	\$190.00	4.70	\$893.00

Grand Total for Fees: \$7,163.00

Blended Rate: \$ 249.58

The Nelson Mullins Riley & Scarborough, L.L.P. paraprofessionals who rendered professional services in these cases during the Fee Period are:

Laurie J. Jennings	Paralegal	2 years	Environmental	\$115.00	5.20	\$598.00
Anne R. Price	Paralegal	1 year	Bankruptcy	\$95.00	5.10	\$484.50
Childs Cantey	Summer Associate	1 year	Environmental	\$75.00	36.00	\$2,700.00
Meredith George*	Summer Associate	1 year	Environmental	\$75.00	11.90	\$892.50
Karla Lucas	Project Assistant	8 months	Environmental	\$65.00	6.00	\$390.00

Grand Total for Fees: \$5,065.00

Blended Rate: \$78.89

* Meredith George is a new timekeeper appearing on this bill.

Matter Number	Matter	Total Hours	Total Fees Requested
02399/06000	General	6.20	\$874.50
02399/06030	Aiken-Title V Permit App. Iss	5.80	\$1,006.00
02399/06031	Li Tungsten	61.80	\$6,414.50
02399/06032	Charleston	9.20	\$2,511.50
02399/06091	Fee Applications	9.90	\$1,421.50
TOTAL		92.90	\$12,228.00

Expense Summary

Description	Amount
Telephone	\$1.15
Photocopies	\$14.90
Fed Ex	\$26.04
Lexis Legal Services	\$9.52
CopyOut	\$264.59
Outside Services	\$56.70
Total	\$372.90

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139(JKF)
) (Jointly Administered)
)
Debtors.)

VERIFICATION

Bernard F. Hawkins, Jr., after being duly sworn according to law, deposes and says as follows:

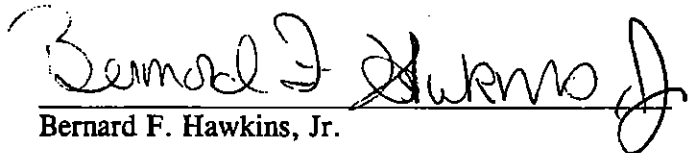
1. I am a partner with the applicant firm, Nelson Mullins Riley & Scarborough, L.L.P and I am a member in good standing of the bar of the State of South Carolina.

2. I have personally performed certain of, and overseen the legal services rendered by Nelson Mullins Riley & Scarborough, LLP as special litigation and environmental

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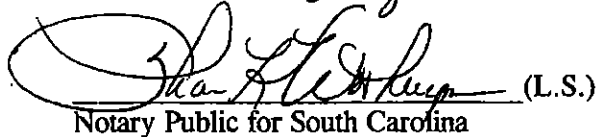
counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.


Bernard F. Hawkins, Jr.

SWORN to and subscribed before me

this 3rd day of August, 2004

 (L.S.)
Notary Public for South Carolina

My Commission Expires: April 24, 2013

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)
Objection Deadline: September 2, 2004 at 4:00 p.m.
Hearing Date: TBD only if necessary

**FEE DETAIL FOR NELSON MULLINS RILEY
& SCARBOROUGH, LLP'S MONTHLY FEE APPLICATION
FOR THE PERIOD FROM JUNE 1, 2004 THROUGH JUNE 30, 2004**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

July 22, 2004
 Invoice 633628 Page 1

Our Matter # 02399/06000
 WR Grace # 063-KL-721490-01-501251
 Name of Matter: General

For Services Through 06/30/04

06/01/04	Review and edit Amended Affidavit of Disinterest (0.4); review and edit application for employment (0.2); follow-up on real estate issues (0.2). G.B. CAUTHEN	0.80 hrs.	300.00/hr	\$240.00
06/01/04	Follow-up with other attorneys on additional information needed for Amended Application (0.3); revise and edit Amended Application and Affidavit (0.6); follow-up with Attorney Cauthen on execution of Affidavit (0.3); forward same to Kirkland & Ellis for filing (0.1). B.J. BURN	1.30 hrs.	190.00/hr	\$247.00
06/02/04	Review Amended Petition for Appointment as Special Counsel and related documents. R.T. CARLISLE	0.10 hrs.	250.00/hr	\$25.00
06/02/04	Receive and review correspondence between counsel regarding sale of Grace Facility and instruct Project Assistant Lucas regarding filing of same for Attorney Carlisle's review. L.J. JENNINGS	0.30 hrs.	115.00/hr	\$34.50
06/08/04	Follow-up with local counsel to verify receipt of Amended Motion to Employ NMRS on other matters. B.J. BURN	0.10 hrs.	190.00/hr	\$19.00
06/08/04	Prepare and organize incoming correspondence per instructions of Paralegal Jennings to assist Attorney Carlisle. K. LUCAS	0.70 hrs.	65.00/hr	\$45.50
06/08/04	Chronologize and create folders for incoming materials for Attorney Hawkins' review. K. LUCAS	1.60 hrs.	65.00/hr	\$104.00
06/14/04	Review PACER to determine if Amended Motion for Appointment as professional has been filed by co-counsel. B.J. BURN	0.10 hrs.	190.00/hr	\$19.00
06/17/04	Organize and chronologize file materials for Attorney Hawkins' review. K. LUCAS	0.70 hrs.	65.00/hr	\$45.50
06/22/04	Follow-up on status of Amended Motion to Appoint.			

W. R. Grace & Co.

July 22, 2004
Invoice 633628 Page 2

	B.J. BURN	0.20 hrs.	190.00/hr	\$38.00
06/27/04	Review PACER to see if Amended Motion to Employ as Special Counsel has been filed yet by local counsel.			
	B.J. BURN	0.20 hrs.	190.00/hr	\$38.00
06/29/04	Review PACER to see if CONO for April 2004 Monthly Fee Application is entered (0.1); review PACER to see if Amended Application to Employ NMRS and follow-up with local counsel on status of filing Amended Application (0.1).			
	B.J. BURN	0.10 hrs.	190.00/hr	\$19.00

Fees for Legal Services **\$874.50**

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
G.B. CAUTHEN	0.80	300.00	240.00
R.T. CARLISLE	0.10	250.00	25.00
B.J. BURN	2.00	190.00	380.00
L.J. JENNINGS	0.30	115.00	34.50
K. LUCAS	3.00	65.00	195.00
	<hr/>	<hr/>	<hr/>
TOTAL	6.20	\$141.05	\$874.50

Net current billing for this invoice **\$874.50**

GRAND TOTAL..... **\$874.50**

W. R. Grace & Co.

July 22, 2004
Invoice 633628 Page 3

REMITTANCE COPY

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
P.O. DRAWER 11009
COLUMBIA, SOUTH CAROLINA 29211
TELEPHONE (803) 799-2000

For Services Through 06/30/04

Our Matter # 02399/06000
General

Fees for Professional Services	\$874.50
Charges for Other Services Provided/Expenses Incurred	\$0.00
Net current billing for this invoice	\$874.50

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

July 14, 2004
 Invoice 631514 Page 1

Our Matter # 02399/06030 For Services Through 06/30/04
 WR Grace # 032-KL-721400-00-5250472
 Name of Matter: Aiken-Title V Permit App. Iss

06/09/04	Review and organize file materials for Attorney Carlisle's review. K. LUCAS	2.40 hrs. 65.00/hr	\$156.00
06/18/04	Communications regarding appointment for reviewing ASCO files. R.T. CARLISLE	0.10 hrs. 250.00/hr	\$25.00
06/22/04	Review files on neighboring property at DHEC's Farrow Road office. R.T. CARLISLE	1.50 hrs. 250.00/hr	\$375.00
06/24/04	Complete review of ASCO file and leave voice mail to Mr. Fishel regarding same. R.T. CARLISLE	1.80 hrs. 250.00/hr	\$450.00
Fees for Legal Services			\$1,006.00

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
R.T. CARLISLE	3.40	250.00	850.00
K. LUCAS	2.40	65.00	156.00
TOTAL	5.80	\$173.45	\$1,006.00

Net current billing for this invoice **\$1,006.00**

GRAND TOTAL..... **\$1,006.00**

REMITTANCE COPY

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
P.O. DRAWER 11009
COLUMBIA, SOUTH CAROLINA 29211
TELEPHONE (803) 799-2000

For Services Through 06/30/04

Our Matter # 02399/06030
Aiken-Title V Permit App. Iss

Fees for Professional Services	\$1,006.00
Charges for Other Services Provided/Expenses Incurred	\$0.00
Net current billing for this invoice	\$1,006.00

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
Columbia Operating Account
ABA#: 053200686
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID NO. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

July 15, 2004
 Invoice 631515 Page 1

Our Matter # 02399/06031 For Services Through 06/30/04
 WR Grace # 001-KL-721490-01-501560
 Name of Matter: Li Tungsten

06/01/04	Go through, categorize, and search documents from PRP. C. CANTEY	6.90 hrs.	75.00/hr	\$517.50
06/02/04	Review documents and status regarding document review projects (0.5); review documents from Paralegal Jennings and confer with her on additional research needed on cost claims (0.5); review and forward additional documents to her regarding cost claims (0.3). J.M. MELCHERS	1.30 hrs.	250.00/hr	\$325.00
06/02/04	Continue review of file materials regarding costs information (1.3); discuss same with Attorney Melchers (0.2); review online information regarding Superfund Sites and discuss same with Attorney Melchers (0.3); receive and review EPA correspondence and incorporate same into information being collated for review (0.3) L.J. JENNINGS	2.10 hrs.	115.00/hr	\$241.50
06/02/04	Go through, categorize, and search documents from PRP. C. CANTEY	5.90 hrs.	75.00/hr	\$442.50
06/03/04	Review memo from Paralegal Jennings regarding additional sources for costs data and confer with her regarding sources. J.M. MELCHERS	0.30 hrs.	250.00/hr	\$75.00
06/03/04	Telephone conversation with representative at CERCLIS office requesting information (0.3); communicate information to Attorneys Melchers and Carlisle (0.1) L.J. JENNINGS	0.40 hrs.	115.00/hr	\$46.00
06/03/04	Go through, categorize, and search documents from PRP. C. CANTEY	1.40 hrs.	75.00/hr	\$105.00
06/11/04	Prepare CERCLIS information for Attorneys Melchers and Carlisle. L.J. JENNINGS	0.20 hrs.	115.00/hr	\$23.00
06/14/04	Confer with Attorneys Melchers and Carlisle regarding CERCLIS spreadsheet and status of information requested. L.J. JENNINGS	0.20 hrs.	115.00/hr	\$23.00
06/17/04	Review and organize file materials for Attorneys Melchers and Carlisle's review. K. LUCAS	0.10 hrs.	65.00/hr	\$6.50

W.R. Grace & Co.

July 14, 2004
Invoice 631514 Page 2

06/18/04	Complete first draft of requested information chart by date, then collate documents referencing same, per request of Attorneys Melchers and Carlisle. L.J. JENNINGS	1.80 hrs.	115.00/hr	\$207.00
06/18/04	Go through, categorize, and search documents from PRP. C. CANTEY	0.40 hrs.	75.00/hr	\$30.00
06/21/04	Discuss memos on two cases with Attorney Carlisle. C. CANTEY	0.20 hrs.	75.00/hr	\$15.00
06/22/04	Discuss memos on two cases with Attorney Carlisle then edit, update and revise these memos per Attorney Carlisle's instructions. C. CANTEY	6.00 hrs.	75.00/hr	\$450.00
06/23/04	Review memo from Ms. Duff (0.1); review memo from and confer with Attorney Carlisle regarding status of review and actions needed for response and conference with Ms. Duff (0.4); review documents and prepare memo to Ms. Duff regarding status conference (0.4). J.M. MELCHERS	0.90 hrs.	250.00/hr	\$225.00
06/23/04	Edit, update and revise memos. C. CANTEY	4.50 hrs.	75.00/hr	\$337.50
06/24/04	Edit, update, and revise memos and go through, categorize, and search documents from PRP. C. CANTEY	5.60 hrs.	75.00/hr	\$420.00
06/25/04	Review documents relating to claims issues. R.T. CARLISLE	3.00 hrs.	250.00/hr	\$750.00
06/25/04	Edit, update, and revise memos and categorize, and search documents from PRP with Attorney Carlisle. C. CANTEY	5.10 hrs.	75.00/hr	\$382.50
06/28/04	Conference with Attorney Carlisle regarding document review assignment and review documents. M. GEORGE	1.10 hrs.	75.00/hr	\$82.50
06/29/04	Review memos from co-defendants and carry out telephone conference with co-defendant's office (0.4); review materials for call to EPA and attempt same (0.7). J.M. MELCHERS	1.10 hrs.	250.00/hr	\$275.00
06/29/04	Review PRP documents. M. GEORGE	7.60 hrs.	75.00/hr	\$570.00
06/30/04	Prepare for and telephone conference with EPA counsel and prepare notes on same (0.6); discuss results of conference call, document needs, status and next steps with Attorney Carlisle (0.4); discuss assignment with Summer Associate George, (0.1); review materials regarding same (0.1); evaluate documentation for cost evaluation and edit memo regarding same (0.9). J.M. MELCHERS	2.10 hrs.	250.00/hr	\$525.00
06/30/04	Confer with Attorney Melchers regarding claims issues. R.T. CARLISLE	0.40 hrs.	250.00/hr	\$100.00
06/30/04	Review PRP documents. M. GEORGE	3.20 hrs.	75.00/hr	\$240.00

W.R. Grace & Co.

July 14, 2004
Invoice 631514 Page 3Fees for Legal Services **\$6,414.50****BILLING SUMMARY**

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
J.M. MELCHERS	5.70	250.00	1,425.00
R.T. CARLISLE	3.40	250.00	850.00
L.J. JENNINGS	4.70	115.00	540.50
K. LUCAS	0.10	65.00	6.50
C. CANTEY	36.00	75.00	2,700.00
M. GEORGE	11.90	75.00	892.50
TOTAL	61.80	\$103.79	\$6,414.50

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

06/02/2004	Photocopies 34 Page(s)	1.70
06/03/2004	Telephone 1-703-413-0223	0.30
06/25/2004	Service: LEXIS LEGAL SERVICES; Charge Type: SEARCHES; Quantity: 1.00	9.52
06/29/2004	Telephone 1-412-355-8331	0.05
06/30/2004	Telephone 1-212-637-3165	0.70
Total Charges for Other Services Provided/Expenses Incurred		\$12.27

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
Photocopies	1.70
Lexis	9.52
Telephone	1.05
TOTAL	\$12.27

Net current billing for this invoice **\$6,426.77****GRAND TOTAL..... \$6,426.77**

W.R. Grace & Co.

July 14, 2004
Invoice 631514 Page 4

REMITTANCE COPY

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
P.O. DRAWER 11009
COLUMBIA, SOUTH CAROLINA 29211
TELEPHONE (803) 799-2000

For Services Through 06/30/04

Our Matter # 02399/06031
Li Tungsten

Fees for Professional Services	\$6,414.50	
Charges for Other Services Provided/Expenses Incurred	\$12.27	
Net current billing for this invoice		\$6,426.77

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

July 14, 2004
 Invoice 631559 Page 1

Our Matter # 02399/06032
 WR Grace # 063-KL-721490-01-0501221
 Name of Matter: Charleston

For Services Through 06/30/04

06/04/04	Review messages from Mr. Bucens and telephone same regarding details for meeting in Charleston on work plans. N.J. SMITH	0.30 hrs.	275.00/hr	\$82.50
06/17/04	Review and organize file materials for Attorney Hawkins' review. K. LUCAS	0.10 hrs.	65.00/hr	\$6.50
06/21/04	Review report, wetlands regulations and conditions of general and nationwide permits and prepare for meeting on clean up plan. N.J. SMITH	0.60 hrs.	275.00/hr	\$165.00
06/22/04	Complete review of work plan and regulations for wetlands impacts and discuss local interpretation of conditions from state on nationwide permit with agency staff (0.4); review work plan elements on wetlands excavation, fill and replacement/creation (0.8). N.J. SMITH	1.20 hrs.	275.00/hr	\$330.00
06/23/04	Review access agreement issues with Mr. Bucens. B.F. HAWKINS, JR.	0.30 hrs.	280.00/hr	\$84.00
06/23/04	Telephone conference with Mr. Hanley regarding details of site conditions and plans relating to wetlands to prepare for meeting (0.2); prepare information for meeting, copies of regulations and conditions (0.3). N.J. SMITH	0.50 hrs.	275.00/hr	\$137.50
06/24/04	Review and provide input on hold harmless provision. B.F. HAWKINS, JR.	0.20 hrs.	280.00/hr	\$56.00
06/24/04	Office conference with RMT group and Mr. Bucens to prepare for meeting with DHEC on work plan issues (2.5); DHEC meeting to review and discuss work plan elements for wetlands, wastewater, and other issues (3.2). N.J. SMITH	5.70 hrs.	275.00/hr	\$1,567.50
06/28/04	Review notes from Mr. Bucens regarding follow up and issues from meeting with DHEC staff. N.J. SMITH	0.30 hrs.	275.00/hr	\$82.50

Fees for Legal Services **\$2,511.50**

W. R. Grace & Co.

July 14, 2004
Invoice 631559 Page 2**BILLING SUMMARY**

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	0.50	280.00	140.00
N.J. SMITH	8.60	275.00	2,365.00
K. LUCAS	0.10	65.00	6.50
TOTAL	9.20	\$272.99	\$2,511.50

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

05/26/2004	Photocopies 244 Page(s)	12.20
06/04/2004	Telephone 1-617-498-2667	0.10
06/09/2004	VENDOR: Kane on Main; INVOICE#: 043004; DATE: 6/9/2004	75.60
06/09/2004	VENDOR: Kane on Main; INVOICE#: 043004; DATE: 6/9/2004	81.75
06/09/2004	VENDOR: Kane on Main; INVOICE#: 043004; DATE: 6/9/2004	81.75
06/09/2004	VENDOR: Kane on Main; INVOICE#: 043004; DATE: 6/9/2004	0.40
06/09/2004	VENDOR: Kane on Main; INVOICE#: 043004-1; DATE: 6/9/2004	25.09
06/23/2004	PAYEE: Reimbursement to Attorney Smith for lunch with Mr. Bucens, RMT representatives (Rob Hanley, Terri Herz and Mark Bailey) and Attorney Smith on 6/23/2004.	56.70
Total Charges for Other Services Provided/Expenses Incurred		\$333.59

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
CopyOut	264.59
Photocopies	12.20
Outside Services	56.70
Telephone	0.10
TOTAL	\$333.59

Net current billing for this invoice	\$2,845.09
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GRAND TOTAL	<u>\$2,845.09</u>
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W. R. Grace & Co.

July 14, 2004
Invoice 631559 Page 3

REMITTANCE COPY

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
P.O. DRAWER 11009
COLUMBIA, SOUTH CAROLINA 29211
TELEPHONE (803) 799-2000

For Services Through 06/30/04

Our Matter # 02399/06032
Charleston

Fees for Professional Services	\$2,511.50	
Charges for Other Services Provided/Expenses Incurred	\$333.59	
Net current billing for this invoice		\$2,845.09

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID NO. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

July 15, 2004
 Invoice 631558 Page 1

Our Matter # 02399/06091
 Name of Matter: Fee Applications

For Services Through 06/30/04

06/02/04	Review and finalize April 2004 Monthly Fee Application (0.4), review and respond to memos regarding April 2004 Monthly Fee Application and 12th Quarterly Fee Application (0.2). J.M. MELCHERS	0.60 hrs.	250.00/hr	\$150.00
06/03/04	Draft transmittal letter and follow up on status of applications. B.J. BURN	0.10 hrs.	190.00/hr	\$19.00
06/07/04	Review auditor's report for 12th Quarterly Fee Application (0.1); review memo from Ms. Cuniff regarding 11th Quarterly Fee Application Hearing, prepare memo regarding same and review response from Attorney Burn (0.3). J.M. MELCHERS	0.40 hrs.	250.00/hr	\$100.00
06/07/04	Review email from debtor's counsel regarding objection deadline and hearing for 12th Quarterly Fee Application (0.1); research PACER regarding status of CONOS for January, February and March 2004 Monthly Fee Applications (0.3); update tracking chart (0.2). B.J. BURN	0.60 hrs.	190.00/hr	\$114.00
06/08/04	Review PACER for docket number for 12th Quarterly Fee Application (0.1); review PACER for filing detail for April 2004 Monthly Fee Application, objection deadlines, etc. (0.1); update Tracking Chart with new information (0.1); review and respond to email from auditor regarding 11th Quarterly Report (0.1); follow up with paralegal on docketing deadlines and information needed for auditor as to 12th Quarterly Report (0.1). B.J. BURN	0.50 hrs.	190.00/hr	\$95.00
06/08/04	Review and update Fee Application Tracking Chart and database (0.7); docket deadlines (0.3). A.R. PRICE	1.00 hrs.	95.00/hr	\$95.00
06/08/04	Receive and review internal correspondence related to quarterly hearings, then instruct Project Assistant Lucas regarding filing of same. L.J. JENNINGS	0.20 hrs.	115.00/hr	\$23.00
06/08/04	Review and organize new materials per instructions of Paralegal Jennings for Attorney Melchers' use. K. LUCAS	0.30 hrs.	65.00/hr	\$19.50

06/10/04	Review and confirm figures sent by auditor for 11th Quarterly Fee Application and Cumulative Project Totals against our figures and make corrections to spreadsheet regarding same. B.J. BURN	0.50 hrs.	190.00/hr	\$95.00
06/17/04	Edit and review updates to Tracking Chart (0.1); follow up with paralegal on drafting May 2004 Monthly Fee Application (0.1). B.J. BURN	0.20 hrs.	190.00/hr	\$38.00
06/18/04	Review billing invoices and draft May 2004 Monthly Fee Application and check calculations for accuracy. A.R. PRICE	2.90 hrs.	95.00/hr	\$275.50
06/22/04	Edit and revise May 2004 Monthly Fee Application. B.J. BURN	0.40 hrs.	190.00/hr	\$76.00
06/22/04	Review PACER for order approving 11th Quarterly Fee Application and update Tracking Chart. B.J. BURN	0.20 hrs.	190.00/hr	\$38.00
06/22/04	Review and update Tracking Chart (0.6); docket deadlines (0.2). A.R. PRICE	0.80 hrs.	95.00/hr	\$76.00
06/23/04	Review May 2004 Monthly Fee Application and prepare edits. J.M. MELCHERS	0.50 hrs.	250.00/hr	\$125.00
06/24/04	Edit and review revisions to May 2004 Monthly Fee Application. B.J. BURN	0.20 hrs.	190.00/hr	\$38.00
06/24/04	Review and finalize May 2004 Monthly Fee Application. A.R. PRICE	0.40 hrs.	95.00/hr	\$38.00
06/28/04	Organize file materials for Attorney Melchers' review. K. LUCAS	0.10 hrs.	65.00/hr	\$6.50

Fees for Legal Services \$1,421.50

BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
J.M. MELCHERS	1.50	250.00	375.00
B.J. BURN	2.70	190.00	513.00
L.J. JENNINGS	0.20	115.00	23.00
A.R. PRICE	5.10	95.00	484.50
K. LUCAS	0.40	65.00	26.00
TOTAL	9.90	143.59	1,421.50

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

05/18/2004	Fed Ex	13.02
06/03/2004	Fed Ex	13.02
06/07/2004	Photocopies 20 Page(s)	1.00
Total Charges for Other Services Provided/Expenses Incurred		\$27.04

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
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<u>Description</u>	<u>Dollars</u>
Photocopies	1.00
Fed Ex	26.04
TOTAL	<u>\$27.04</u>

Net current billing for this invoice **\$1,448.54**

GRAND TOTAL..... **\$1,448.54**

REMITTANCE COPY

Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
P.O. DRAWER 11009
COLUMBIA, SOUTH CAROLINA 29211
TELEPHONE (803) 799-2000

For Services Through 06/30/04

Our Matter # 02399/06091
Fee Applications

Fees for Professional Services	\$1,421.50
Charges for Other Services Provided/Expenses Incurred	\$27.04
Net current billing for this invoice	\$1,448.54

Terms of Payment: Balance due within thirty days of invoice date

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC